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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 25, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-A), dated as of January 25, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Lease of Railroad Equipment (Amtrak Trust 2000-A) filed with the Board under Recordation Number 22949.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company, not in its individual capacity, but solely as Trustee)
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Lessee: National Railroad Passenger Corporation
10 G Street, NE
Washington, DC 20002

Chief, Section of Administration
January 25, 2010
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A description of the railroad equipment covered by the enclosed document is:

56 railcars within the series AMTK 34000- AMTK 34077 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-A).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

JAN 25 '10

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO LEASE SUPPLEMENT NO. 1
(AMTRAK TRUST 2000-A)

1. Pursuant to the Lease of Railroad Equipment (Amtrak Trust 2000-A), dated as of June 13, 2000 ("Lease"), between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Trustee ("Trustee") under the Trust Agreement (Amtrak Trust 2000-A) dated as of June 13, 2000, with Wilmington Trust Company, a Delaware banking corporation (in such capacity, the "Lessor"), and National Railroad Passenger Corporation (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "Lessee"), as supplemented by that certain Lease Supplement No. 1 (Amtrak Trust 2000-A) dated as of June 13, 2000 ("Supplement No. 1") the Lessor leased the railroad equipment described on Annex A attached hereto to Lessee. The parties executed a Memorandum of Lease of Railroad Equipment (Amtrak Trust 2000-A), reflecting the foregoing, dated as of June 13, 2000, which Memorandum was filed with the Surface Transportation Board pursuant to Section 11303 of Title 49 of the United States Code on June 13, 2000, at 12:11 p.m., with the Recordation No. 22949. All terms used and not otherwise defined herein shall have the respective meanings provided in or by reference in the Lease.

2. Pursuant to the Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-A), dated as of January 25, 2010, between Lessor and Lessee, the Supplement No. 1 has been amended in certain respects and continues to be applicable to the railroad equipment described on Annex A attached hereto.

3. The addresses of the parties are as follows:

Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

National Railroad Passenger Corporation
60 Massachusetts Ave., NE
Washington, DC 2002
Attention: Treasurer

4. This Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-A) may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

[Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-A) - STB]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-A) to be executed as of January 25, 2010.

WILMINGTON TRUST COMPANY,
Not in its individual capacity but solely as Trustee,
as aforesaid

By: _____
Name: Andrea Roselli Woolery
Title: Assistant Vice President

STATE OF DELAWARE)
) ss:
COUNTY OF NEW CASTLE)

On January 7 2010, before me personally appeared Anita Howell Woodley to me personally known, who being by me duly sworn says that he/she is Assistant of Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ausanne M. Gula
Notary Public

My commission expires:

SUSANNE M. GULA
Notary Public - State of Delaware
My Comm. Expires Nov. 21, 2011

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

[Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-A) - STB]

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein (S)
Name: Dale M. Stein (S)
Title: Treasurer

DISTRICT OF COLUMBIA) ss:
)
)

On this 29 day of October 2009, before me personally appeared DALE M. STEIN, to me personally known, who being by me duly sworn, says that he/she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Chiza J. Kelly
Notary Public, D.C.

My Commission Expires: 31 July 2014

ANNEX A
EQUIPMENT

[See attached]

Annex A to
Memorandum of Amendment

(AMTRAK TRUST 2000-A)

DESCRIPTION OF UNITS

<u>EQUIPMENT TYPE</u>		<u>Amtrak Equipment Numbers</u>
Superliner	- Coach	34000
Superliner	- Coach	34001
Superliner	- Coach	34002
Superliner	- Coach	34004
Superliner	- Coach	34005
Superliner	- Coach	34006
Superliner	- Coach	34008
Superliner	- Coach	34010
Superliner	- Coach	34012
Superliner	- Coach	34014
Superliner	- Coach	34016
Superliner	- Coach	34018
Superliner	- Coach	34022
Superliner	- Coach	34024
Superliner	- Coach	34026
Superliner	- Coach	34027
Superliner	- Coach	34028
Superliner	- Coach	34029
Superliner	- Coach	34030
Superliner	- Coach	34031
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Superliner	- Coach	34039
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Superliner	- Coach	34041
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Superliner	- Coach	34048

Superliner	-	Coach	34049
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Superliner	-	Coach	34054
Superliner	-	Coach	34055
Superliner	-	Coach	34056
Superliner	-	Coach	34058
Superliner	-	Coach	34059
Superliner	-	Coach	31592
Superliner	-	Coach	34061
Superliner	-	Coach	34062
Superliner	-	Coach	34065
Superliner	-	Coach	34066
Superliner	-	Coach	34069
Superliner	-	Coach	34070
Superliner	-	Coach	34071
Superliner	-	Coach	34072
Superliner	-	Coach	34073
Superliner	-	Coach	34075
Superliner	-	Coach	34077

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/25/2010



Robert W. Alvord